

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

In re:)
CROSSROADS WIRELESS, INC. and) BK-09-10596-TMW
CROSSROADS WIRELESS HOLDING, LLC,) Chapter 11 – Jointly Administered
Debtors.)

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF ALPINA CAPITAL, LLC *MUNC PRO
TUNC* TO APRIL 15, 2009 AS ITS FINANCIAL ADVISOR**

The Official Committee of Unsecured Creditors (the “Creditors’ Committee”), appointed on March 13, 2009, in the above-captioned chapter 11 cases of Crossroads Wireless, Inc., and Crossroads Wireless Holding, LLC (collectively, the “Debtors”), hereby submits this application (the “Application”) pursuant to sections 328, 1103(a) and 1103(b) of Title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for an order authorizing the retention and employment of Alpina Capital, LLC (“Alpina”) as financial advisors to the Creditors’ Committee, *munc pro tunc* to April 15, 2009. The Declaration of Edward D. Moise, Jr. in Support of this Application is attached hereto as Exhibit A (the “Moise Declaration”). In further support of this Application, the Creditors’ Committee respectfully represents as follows:

Background

1. On February 13, 2009, an involuntary petition under chapter 7 of the Bankruptcy Code was filed against Crossroads Wireless Holding, LLC (“Crossroads LLC”). On February 25, 2009, an order for relief was entered respecting Crossroads

LLC and, by further order on that date, Crossroads LLC's bankruptcy case was converted from chapter 7 to one under chapter 11 of the Bankruptcy Code.

2. On February 20, 2009 (the "Petition Date"), Crossroads Wireless, Inc. filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On February 25, 2009, the Court entered an order jointly administering the Crossroads LLC and Crossroads Wireless, Inc. bankruptcy cases. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. On March 13, 2009, the Office of the United States Trustee for the Western District of Oklahoma (the "United States Trustee") formed an official committee of unsecured creditors and appointed the following seven (7) members to the Creditors' Committee: Brookings Municipal Utilities, Eastpointe Industries, Inc., Ramaker & Associates, Inc., ADC Technologies Corp., Synergy Partners Group, Site Excell LLC, and Cellxion (Chair).

4. Subsequently, the Creditors' Committee held a meeting, and, subject to this Court's approval, determined to retain the law firm of Polsinelli Shughart PC as its lead counsel in this case. The Creditors' Committee has also determined, subject to this Court's approval, to retain Reynolds, Ridings, Vogt & Morgan, P.L.L.C. as its local counsel and Alpina Capital as its financial advisors.

5. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to title 28 U.S.C. § 157(b)(2). Venue in this District of these cases and the Application is proper pursuant to 28 U.S.C. §§ 1408

and 1409. The statutory predicates for the relief sought herein are sections 328 and 1103 of the Bankruptcy Code.

Relief Requested

6. By this Application, and pursuant to sections 328, 1103(a) and 1103(b) of the Bankruptcy Code, the Creditors' Committee respectfully requests the entry of an order approving the employment and retention of Alpina as its financial advisors to perform services in connection with the Debtors' chapter 11 cases *nunc pro tunc* to April 15, 2009.

Basis for Relief

7. The Creditors' Committee anticipates that Alpina may render the following services in these cases:

- a. Developing and presenting to the Creditors' Committee a prospective reorganization plan for the Debtors, which may include the sale, either in whole or part, of the assets of the Debtors;
- b. Assisting the Creditors' Committee to determine the appropriate and desired values to be realized in the reorganization;
- c. Preparing, with the Debtors' assistance, materials descriptive of the assets or interests of the Debtors that are to be furnished to prospective purchasers;
- d. Advising the Creditors' Committee as to strategy and tactics for negotiations with prospective purchasers and participating in all negotiations necessary to conclude a satisfactory sale of the assets or interests;
- e. Assisting in the negotiation of letters of intent, if appropriate, and definitive acquisition agreements associated with the sale of any assets or interests; and
- f. Investigating previous transactions, security interests granted, and other matters that the Creditors' Committee deems appropriate that involve the Debtors and their assets prior to and during the bankruptcy case.

8. Subject to this Court's approval of this Application, Alpina is willing to serve as the Creditors' Committee's financial advisors and to perform the services described above.

9. The Creditors' Committee has selected Alpina as its financial advisors because of the firm's diverse experience and extensive knowledge in the fields of bankruptcy and telecommunications.

10. The Creditors' Committee requires assistance in collecting and analyzing financial and other information relating to the Debtors' chapter 11 cases in order to formulate a comprehensive sales process for substantially all of the Debtors' assets. Alpina has considerable experience with rendering such services to committees and other parties in numerous chapter 11 cases. As such, Alpina is qualified to perform the work required in these cases.

11. To the best of the Creditors' Committee's knowledge, information and belief, and except as disclosed herein and in the Moise Declaration, Alpina is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

12. To the best of the Creditors' Committee's knowledge, information and belief, and except as disclosed herein and in the Moise Declaration, Alpina does not hold or represent an interest adverse to the estates with respect to the matters on which Alpina will be employed, in accordance with section 1103(b) of the Bankruptcy Code.

13. To the best of the Creditors' Committee's knowledge, information and belief, and except as disclosed herein and in the Moise Declaration, neither Alpina nor any of its partners or associates has had or presently has any connection with the Debtors, their creditors, equity security holders, or any other party-in-interest, or their respective

attorneys, accountants, the United States Trustee, or any person employed in the Office of the United States Trustee, in any matters related to the Debtors or their estates.

14. Alpina has not provided, and will not provide, any professional services to the Debtors, any of the creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to these chapter 11 cases.

15. Section 328(a) of the Bankruptcy Code authorizes the employment of a professional person on any reasonable terms and conditions of employment. 11 U.S.C. § 328(a). Subject to this Court's approval and in accordance with section 1103 of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of the United States Bankruptcy Court for the Western District of Oklahoma (the "Local Rules"), the Creditors' Committee requests that Alpina be retained and compensated in accordance with Alpina's normal and customary rates. Alpina will receive a monthly fee of \$3,000.00 payable on the first of each month and pro-rated for any portions of a month that this agreement is active and Alpina has not received a termination notice. Alpina will be reimbursed for the actual, necessary, and reasonable out-of-pocket expenses that Alpina incurs, in accordance with the ordinary and customary rates, which are in effect on the date the services are rendered.

16. In addition, Alpina will be entitled to a success fee of 2% of the aggregate value of any Transaction (as defined in the Engagement Letter attached to the Moise Declaration as Exhibit 1). Alpina will be entitled to such fee payable by the Debtors' estates if, during the Term (as described in the Engagement Letter) or within twelve months after the Term an agreement is entered into for a Transaction with anyone, then Alpina will be entitled to such fee, and the Transaction contemplated by such agreement

is consummated whether or not such consummation occurs during such twelve month period.

17. Alpina has not received any retainer from the Debtors, the Creditors' Committee, or any other entity in these cases.

18. It is the carefully considered view of the Creditors' Committee that, considering the size and complexity of these cases and the various interests involved, the retention and employment of Alpina by the Creditors' Committee is necessary, advisable, and in the best interests of the Creditors' Committee.

Notice

19. The Creditors' Committee has provided notice of this Application to (a) the U.S. Trustee, (b) counsel to the Debtors, and (c) all parties requesting notices pursuant to Bankruptcy Rule 2002.

20. The Creditors' Committee submits that, in light of the nature of the relief requested herein, no other or further notice is necessary.

21. No previous application for the relief requested herein has been made to this or any other court.

WHEREFORE, the Creditors' Committee respectfully requests that this Court enter an order approving the retention of Alpina as financial advisors to the Creditors' Committee, and grant such other and further relief as is just and proper.

Dated: April 30, 2009

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